

03-09-2001



101631970

Form PTO-1594
1-31-92REC
TU.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Donnelley Marketing, Inc.

- ☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership:
☒ Corporation - State: Delaware
☐ Other:

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

2-27-01

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other -

Execution Date: October 25, 2000

2. Name and address of receiving party(ies):

Name: Bankers Trust Company

Internal Address: _____

Street Address: 130 Liberty StreetCity: New York State: New York ZIP: 10006☐ Individual(s) citizenship _____☐ Association _____☐ General Partnership _____☐ Limited Partnership _____☐ Corporation- _____☒ Other - Collateral AgentIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Trademark Registration No.(s)\

Please see attached Schedule

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian Jaenicke, Legal AssistantInternal Address: White & Case LLP

03/08/2001 GTON11 00000094 75488281

01 FC:481 40.00 DP

02 FC:482 50.00 DP

Street Address: 1155 Avenue of the AmericasCity: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

3

7. Total fee (37 CFR 3.41): \$ 90.00☒ Enclosed☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

23-1705 (in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*Brian T. Jaenicke

Name of Person Signing

Brian T. Jaenicke
Signature2/27/01
Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

<u>MARK</u>	<u>APPL./REG. NO.</u>	<u>FILING/REG.</u> <u>DATE</u>
CARD MARKETING LAB	75/488281	05/20/98
SOLUTIONS EXPRESS	75/595371	11/25/98
SOLUTIONS EXPRESS	75/595370	11/25/98

(i)

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Donnelley Marketing, Inc., a Delaware corporation (the "Grantor") with principal offices at 5711 South 86th Circle, Omaha, Nebraska 68127-0347, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 23, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

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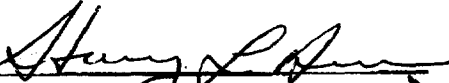
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

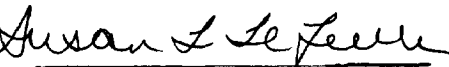
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
25th day of October, 2000.

DONNELLEY MARKETING, INC., Grantor

By 
Name: Stormy Dean
Title: CFO

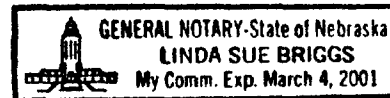
BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By 
Name:
Title: **SUSAN L. LE FEVRE**
DIRECTOR

STATE OF Nebraska)
) ss.:
COUNTY OF Douglas)

On this 25 day of October 2001, before me personally came _____
Stormy L. Dear who, being by me duly sworn, did state as follows: that [s]he is
CFO of DONNELLEY MARKETING, INC., that [s]he is authorized to execute the
foregoing Grant on behalf of said _____ and that [s]he did so by authority of the Board
of Directors of said _____.


Notary Public



STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 6TH day of DECEMBER 2000 before me personally came SUSAN
LEFEVRE who, being by me duly sworn, did state as follows: that [s]he is
DIRECTOR of Bankers Trust Company that [s]he is authorized to execute the
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.

Ranisha Pitt
Notary Public

RANESHA PITT
Notary Public, State of New York
No. 01PI6046637
Qualified in Bronx County
Commission Expires August 14, 2002